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**中國礦業資源集團有限公司\***  
**China Mining Resources Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00340)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of China Mining Resources Group Limited (the “**Company**”) will be held at Room 1306, 13th Floor, Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Wednesday, 16 November 2016 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as ordinary resolution:

**ORDINARY RESOLUTION**

(1) “**THAT:**

- (a) the agreement (the “**Agreement**”) dated 4 August 2016 entered into among Combined Success Investments Limited (the “**Purchaser**”), Forever Success Investments Limited and Supreme Success Group Limited (the “**Vendors**”) and 馬東生 (Ma Dongsheng) and 林玉華 (Lin Yuhua) and as varied and supplemented by an agreement dated 26 October 2016 (a copy of the Agreement has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) pursuant to which the Purchaser conditionally agreed to purchase, and the Vendors conditionally agreed to sell 73% of the total issued share capital of One Champion International Limited, at a consideration of HK\$360,620,000 and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and the permission to deal in, the 3,507,750,000 shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”), the allotment and issue of the Consideration Shares credited as fully paid at an issue price of HK\$0.08 per Consideration Share to the Vendors pursuant to the Agreement be and is hereby approved and that any two directors of the Company be and are hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Agreement and to take all steps necessary, desirable or expedient in their opinions to implement or give effect to the allotment and issue of the Consideration Shares; and

\* *For identification purpose only*

- (c) the directors of the Company be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents, deeds, acts, matters and things, as the case may be in their discretion consider necessary, desirable or expedient to carry out and implement the Agreement and all the transactions contemplated thereunder into full effect.”

By Order of the Board  
**China Mining Resources Group Limited**  
**Leung Lai Ming**  
*Company Secretary*

Hong Kong, 31 October 2016

<i>Registered Office:</i>	<i>Head office and principal place of business:</i>
Clarendon House	Room 1306, 13th Floor,
2 Church Street	Bank of America Tower,
Hamilton HM 11	12 Harcourt Road, Admiralty,
Bermuda	Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint one or if he holds two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited of Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 11:30 a.m. on the date of the special general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.chinaminingresources.com](http://www.chinaminingresources.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the board of directors of the Company comprises Mr. Wang Hui, Mr. Fang Yi Quan and Mr. Yeung Kwok Kuen as executive Directors and Mr. Chong Cha Hwa, Mr. Chu Kang Nam and Mr. Ngai Sai Chuen as independent non-executive Directors.*